

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name File Storage Partners, LLC2. All other names debtor used in the last 8 years None
Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 8 6 - 3 7 1 6 9 2 0

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>1357 Ashford Avenue, Pmb 373</u>		_____
Number	Street	Number Street
_____		_____
P.O. Box		
<u>San Juan</u>	<u>PR</u>	<u>00907</u>
City	State	ZIP Code
_____		_____
Location of principal assets, if different from principal place of business		
<u>n/a</u>		<u>1148 American Pkwy</u>
County		Number Street
_____		_____
_____		<u>Papillion NE 68046</u>
_____		City State ZIP Code

5. Debtor's website (URL) None

Debtor	File Storage Partners, LLC <small>Name</small>	Case number (if known)
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. *Check one:*

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply:*

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 1 8 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

Debtor File Storage Partners, LLC Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See attached rider Relationship _____

District _____ When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor File Storage Partners, LLC Case number (if known) _____
Name

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/30/2023
MM / DD / YYYY

X /s/ Timothy Furey

Signature of authorized representative of debtor

Title Chief Restructuring Officer

Timothy Furey

Printed name

Debtor File Storage Partners, LLC
Name

Case number (if known) _____

18. Signature of attorney**X** /s/ Evan T. Miller
Signature of attorney for debtorDate 06/30/2023
MM / DD / YYYYEvan T. Miller
Printed nameBayard, P.A.
Firm name600 N. King Street, Suite 400
Number StreetWilmington
CityDE 19801
State ZIP Code302-429-4227
Contact phoneemiller@bayardlaw.com
Email address5364
Bar numberDE
State

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities below (collectively, the “Debtors”) filed a Petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of File Service Partners, LLC.

- File Service Partners, LLC
- Afton Blockchain LLC
- Filtech SPV LLC
- Midwest Blockchain Inc.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FILE STORAGE PARTNERS, LLC,

Debtor.

Chapter 11 (Subchapter V)

Case No. 23-[_____] ([____])

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Fed. R. Bankr. P., the following is a list of corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the above-captioned debtor's equity interests:

Shareholder	Percentage of Equity Held
File Storage Company 1 Inc.	51%
DSM Tech Enterprises Inc.	49%

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FILE STORAGE PARTNERS, LLC,

Debtor.

Chapter 11 (Subchapter V)

Case No. 23-[_____] ([____])

LIST OF EQUITY SECURITY HOLDERS

Pursuant to 1007(a)(3) of the Fed. R. Bankr. P., the following is a list of entities holding an interest in the above-captioned debtor:

Name	Mailing Address	Percentage of Equity Held
File Storage Company 1 Inc.	1357 Ashford Avenue, Pmb 373, San Juan, PR 00907	51%
DSM Tech Enterprises Inc.	1357 Ashford Avenue, Pmb 373, San Juan, PR 00907	49%

Fill in this information to identify the case:Debtor name File Storage Partners, LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	D. LEDGER PARTNERS LLC 5152 NORTH EDGEWOOD DRIVE SUITE 375 PROVO, UT 84604	James Harrison (801) 318-2786 db@clarkecp.com jh@clarkecp.com	Loan	Contingent & Disputed			\$2,380,951.05
2	GENESIS GLOBAL CAPITAL LLC 111 TOWN SQUARE PLACE SUITE 1203 JERSEY CITY, NJ 07310	lending@genesiscap.co	Loan		\$770,379.98	\$9,648.00	\$760,731.98
3	STATE OF DELAWARE WILMINGTON OFFICE 820 N. FRENCH ST., 10 TH FLOOR WILMINGTON, DE 19801		Taxes				\$507.50
4							
5							

Debtor

File Storage Partners, LLC

Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6							
7							
8							
9							
10							
11							
12							
13							

DSM Tech Enterprises Inc.
1357 Ashford Avenue, Pmb 373
San Juan, PR 00907

State of Delaware
Wilmington Office
820 N French St 10th Floor
Wilmington, DE 19801

CoinList Lend LLC
c/o Harvard Business Services, Inc.
16192 Coastal Hwy
Lewes, DE 19958

DARMA Capital Master Fund LP
c/o Walker Cayman Limited
Cayman Corporate Centre
27 Hospital Road
George Town KY KY1-9008

Genesis Global Capital LLC
111 Town Square Place Suite 1203
Jersey City, NJ 07310

PalladiumX SPC Limited
Craigmuir Chambers, Road Town
Tortola, VG 1110
British Virgin Islands

Baseline
509 Wilcox Street Suite 107
Castle Rock, CO 80104

File Storage Ops 1 LLC
1357 Ashford Avenue, Pmb 373
San Juan, PR 00907

File Storage Ops 2 Limited
1357 Ashford Avenue, Pmb 373
San Juan, PR 00907

File Store Ops 3 LLC
1357 Ashford Avenue, Pmb 373
San Juan, PR 00907

File Store Ops 4 LLC
1357 Ashford Avenue, Pmb 373
San Juan, PR 00907

Recurring Revenue Generator
1357 Ashford Avenue, Pmb 373
San Juan, PR 00907

D. Ledger Partners LLC
5152 North Edgewood Drive
Suite 375
Provo, UT 84604

Fill in this information to identify the case and this filing:

Debtor Name File Storage Partners, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and Lists of Equity Holders and Creditors

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/30/2023
MM / DD / YYYY

X/s/ Timothy Furey

Signature of individual signing on behalf of debtor

Timothy Furey

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**ACTION BY WRITTEN CONSENT
OF THE MEMBERS AND THE MANAGER OF
FILE STORAGE PARTNERS, LLC**

June 29, 2023

In accordance with Sections 18-404(d) and 18-302(d), respectively, of the Delaware Limited Liability Company Act, 6 *Del. C.* §§ 18-101 *et. seq.* (the “LLC Act”) and the Limited Liability Company Operating Agreement dated as of August 3, 2021, as amended by that certain Amendment to Operating Agreement dated April 7, 2023 (as so amended, the “LLC Agreement”) of File Storage Partners, LLC, a Delaware limited liability company (the “Company”), the undersigned, being the sole remaining Manager and all of the Class A Members of the Company, hereby take the following actions and adopt the following resolutions by written consent without a meeting effective for all purposes as of the date set forth in the heading to this consent. Capitalized terms used but not defined in this Consent have the meanings given to them in the LLC Agreement.

WHEREAS, pursuant to Section 7.1(a) of the LLC Agreement, the Manager has the exclusive right to manage and control the business and affairs of the Company, subject to the provisions of Section 7.1(h) and Section 7.1(i); and

WHEREAS, pursuant to Section 7.1(i) of the LLC Agreement, the prior unanimous approval of the Class A Members is required in order for the Manager to cause the Company to take certain actions, which include the filing a bankruptcy petition, incurring a secured or unsecured debt in any amount, or the sale, transfer, or other disposition of all or substantially all of the Company’s business or assets; and

WHEREAS, the Manager previously appointed Timothy Furey as the Company’s Chief Restructuring Officer (the “CRO”), to explore to the options available to the Company, including without limitation, the possibility of pursuing a bankruptcy proceeding under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) or other types of restructuring or liquidation for the Company and to negotiate with the Company’s creditors, explore a possible sale of the Company or its assets, developing a plan to resolve the Company’s financial status and make a recommendation to the Manager, which may include the filing of a voluntary petition seeking relief under the provisions of Chapter 11, Title 11, of the United States Code (a “Bankruptcy Petition”); and

WHEREAS, the Manager and the Class A Members have considered the recommendation of the CRO, the information provided by the employees and other representatives of the Company and the advice of the Company’s advisors, the Manager has determined in his business judgment that it is desirable and in the best interests of the Company and its creditors, employees, members and other interested parties that a Bankruptcy Petition be filed in the United States Bankruptcy Court for the District of Delaware by the Company seeking relief under the provisions of Chapter 11 of the Bankruptcy Code and the Class A Members are willing to approve such filing; and

WHEREAS, pursuant to the proposed bankruptcy proceeding that would be initiated by the filing of the Bankruptcy Petition (the “Bankruptcy Case”), the Company may engage in one or more of the foregoing actions requiring Class A Members approval; and

WHEREAS, the Class A Members are executing this consent to evidence its prior written approval of the Company filing the Bankruptcy Petition, and entering into debtor in possession financing, agreeing to a sale of all or substantially all of the Company’s assets and engaging in any other transaction relating to the proceeding initiated by the filing of the Bankruptcy Petition that would require the consent of the Class A Members under the LLC Agreement or the LLC Act and is in furtherance of the reorganization or liquidation of the Company pursuant to the Bankruptcy Case without further consent from or approval of the Class A Members.

NOW, THEREFORE, BE IT RESOLVED, that the Company is authorized to file a Bankruptcy Petition be filed in the United States Bankruptcy Court for the District of Delaware by the Company seeking relief under the provisions of Chapter 11 of the Bankruptcy Code,

AND BE IT FURTHER RESOLVED, that the CRO and any other officer or Manager of the Company (each such Persons, an “Authorized Person” and together, the “Authorized Persons”), acting alone or with one or more other Authorized Persons, is hereby authorized and empowered on behalf of, and in the name of, the Company (a) to execute, verify and file all documents necessary or appropriate in connection with the filing of the Bankruptcy Petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings and other papers or documents in connection with the Bankruptcy Case; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Bankruptcy Case; (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions as adopted herein.

AND BE IT FURTHER RESOLVED, that the previous retention by the Company’s management of the law firm of Bayard, P.A. (“Bayard”) as bankruptcy counsel, subject to any requisite bankruptcy court approval, to the Company to represent and assist the Company in connection with its consideration of various insolvency-related obligations and bankruptcy alternatives, and to assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company’s rights in connection therewith, is hereby approved and ratified, and each of the Authorized Persons is hereby authorized and directed to execute and ratify appropriate retention agreements and to cause to be filed an appropriate application for authority to retain the services of Bayard.

AND BE IT FURTHER RESOLVED, that the Class A Members agree to cooperate with any transaction that requires its participation to achieve the objectives of the Bankruptcy Case.

AND BE IT FURTHER RESOLVED, that each of the Authorized Persons be, and each of them hereby is, authorized to cause the Company to incur debtor in possession financing in an amount determined to be necessary or advisable by any of such Authorized Persons to guaranty the obligations of the Company in respect of such indebtedness, and to prepare (or cause to be

prepared), execute and file (or cause to be filed) any motion to incur debtor in possession financing, and, upon authorization by the Manager and/or the CRO, to take and perform any and all further acts and deeds which it deems necessary, proper or desirable in connection with the Bankruptcy Case, with a view to the successful prosecution of the Bankruptcy Case;

AND BE IT FURTHER RESOLVED, that each of the Authorized Persons be, and each of them hereby is, authorized and directed to take any and all actions necessary and appropriate to pursue and further the sale process with respect to the Company's assets including, without limitation, entering into any and all other purchase agreements (if applicable), and other ancillary documents in connection therewith, subject to Bankruptcy Court approval;

AND BE IT FURTHER RESOLVED, that each of the Authorized Persons be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements, affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments, as may be necessary, desirable, or appropriate in the reasonable discretion of any such Authorized Person to give effect to the foregoing resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

AND BE IT FURTHER RESOLVED, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the actions approved in any or all of the foregoing resolutions, and all actions related thereto, and each Authorized Person be, and each of them hereby is, authorized, empowered and directed to cause the Company to make said payments as each such Authorized Person may deem necessary, appropriate, advisable or desirable, such payment to constitute conclusive evidence of such Authorized Person's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

AND BE IT FURTHER RESOLVED, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken previously by any Authorized Persons or employees of the Company on its behalf, such actions are hereby ratified, approved and confirmed in their entirety.

[Signatures to Follow on Next Page]

IN WITNESS WHEREOF, the undersigned, being the Sole Manager and all of the Class A Members of the Company, do hereby execute this written consent as of the date first set forth above.

MANAGER:



David Johnston

CLASS A MEMBERS:

DSM TECH ENTERPRISES, INC.

By: 

David Johnston
Chief Executive Officer

FILE STORAGE COMPANY 1, INC.

By: 

David Johnston
Chief Executive Officer

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FILE STORAGE PARTNERS, LLC,

Debtor.

Chapter 11 (Subchapter V)

Case No. 23-[_____] ([____])

STATEMENT PURSUANT TO 11 U.S.C. § 1116

I, Timothy Furey, hereby declare under penalty of perjury:

1. Debtor File Storage Partners, LLC has not prepared a statement of operations or cash-flow statement.

2. Debtor File Storage Partners, LLC has prepared a balance sheet and income statement, which have been appended to its voluntary petition for relief.

3. Debtor File Storage Partners, LLC has not filed a federal tax return. It was listed as a passthrough entity on its non-Debtor parent File Storage Company 1 Inc.'s tax return.

Dated: June 30, 2023

/s/ Timothy Furey

Timothy Furey
Chief Restructuring Officer
File Storage Partners LLC

Balance Sheet

File Storage Partners LLC 140446

As of June 30, 2023

Account	Jun 30, 2023
Assets	
Current Assets	
DSM loan	93,330.85
Filcoin - Collateral - Genesis	9,648.00 *
Filecoin - Balance - Mining Pool	2,410,613.72 *
Filecoin - Loan - DCENT	24,120.00 *
Filecoin - Loan - Filtech	20,100.00 *
Filecoin - Wallets - Worker & Owner	558,430.11 *
Filecoin Asset - Anchorage Digital	14,146.16
Loan - DSM Tech Enterprises	1,361,404.14
Loan - Relay Services	80,000.00
Total Current Assets	4,571,792.98
Fixed Assets	
Accumulated Amortisation (ROU Asse	(826,878.41)
Accumulated Amortization	(25,545.90)
Accumulated Depreciation	(7,609,595.12)
Factory Computer Equipment	13,035,250.10
Right of Use Assets	2,880,936.70
Start up Costs - Legal Fees	204,663.50
Total Fixed Assets	7,658,830.87
Total Assets	12,230,623.85
Liabilities and Equity	
Liabilities	
Current Liabilities	
Accounts Payable	4,168,448.30
Accruals	133,376.00
Filcoin - Interest Payable - Genesis	61,193.48 *
Interest Accrual - Inter Co Loans	673,812.21
Loan - DLTx ASA	1,187,659.18
Total Current Liabilities	6,224,489.17
Long Term Liabilities	
Filcoin - Loan Payable - CoinList	964,531.27 *
Filcoin - Loan Payable - DARMA	85,802.88 *
Filcoin - Loan Payable - Genesis	709,186.50 *
Filcoin - Loan Payable - Palladium	100,500.00 *
Lease - Baseline	2,652,614.71
Loan - DLTx ASA - Investor Loan	1,000,000.00

Loan - FS01 - Equipment	5,665,168.26
Loan - FS01 - FIL	61,728.13
Loan - FS01 - Opex	38,070.94
Loan - FS02 - Equipment	6,000,000.00
Loan - FS02 - Genesis Collateral	500,000.00
Loan - FS02 - Opex	499,623.59
Loan - FS03 - Equipment	1,000,000.00
Loan - FS03 - Opex	1,211,034.58
Loan - FS04 - Equipment	3,000,000.00
Loan - FS04 - Opex	750,000.00
Loan - Rec Rev Generator	500,000.00
Total Long Term Liabilities	24,738,260.86
Total Liabilities	30,962,750.03
Equity	
Current Year Earnings	(4,819,664.16)
DSM Retained Earnings	(444,722.41)
File Storage Company 1 Retained Earnings	(462,771.37)
Retained Earnings	(13,004,968.24)
Total Equity	(18,732,126.18)
Total Liabilities and Equity	12,230,623.85

* Revalued as at close of business June 27th 2023

Income Statement (Profit and Loss)

File Storage Partners LLC 140446

For the 6 months ended June 30, 2023

Account	Jan-Jun 2023
Income	
Filecoin Rewards	725,335.01 *
Total Income	725,335.01
Cost of Goods Sold	
FIL Burn Fees	7,234.24 *
Total Cost of Goods Sold	7,234.24
Gross Profit	718,100.77
Operating Expenses	
Amortisation - ROU Asset	480,156.12
Amortization	6,822.12
Bank Charges & Fees	(5.00)
Depreciation	2,172,374.94
Interest - FilCoin Loans	136,366.86 *
Interest - Inter Co Loans	197,298.75
Interest - Lease	69,660.08
Legal & Professional Services	435.00
Management Fees	1,080,000.00
Rent & Lease	1,460,513.94
Total Operating Expenses	5,603,622.81
Operating Income	(4,885,522.04)
Other Income / (Expense)	
Other Comprehensive Income - FileC	65,857.88
Total Other Income / (Expense)	65,857.88
Net Income	(4,819,664.16)

* Revalued as at close of business June 27th 2023